

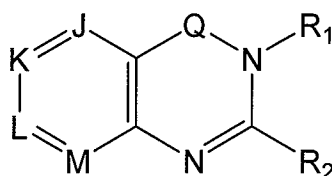
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims

1-12. (cancelled)

13 (currently amended) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

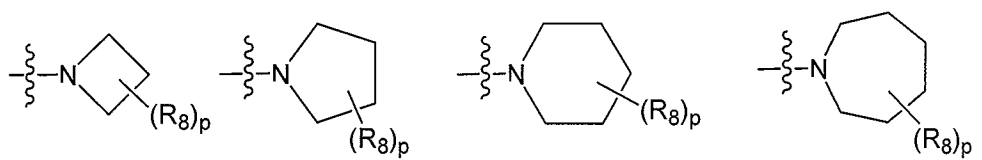
J, K, L, and M are each CR₁₂,

K is CR₁₂, where R₁₂ is selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, and halo,

R₂ is -UV,

-UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3 , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, and alkoxy, each substituted or unsubstituted,

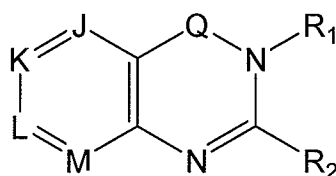
each R_9 is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloalkyl, and heterobicycloalkyl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties; and

each R_{12} is hydrogen or is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3 , alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties.

14-26 (cancelled)

27 (cancelled) ~~A compound according to claim 13, according to claim 13, wherein K is CR₁₂, where R₁₂ is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.~~

28 (previously presented) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

J, L, and M are each CR₁₂, where each R₁₂ is hydrogen or is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

K is CR₁₂, where R₁₂ is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, and heterocycloalkyl, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino,

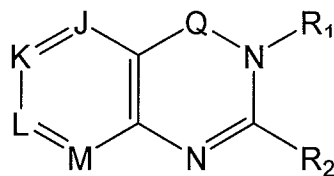
R₂ is -UV,

U is selected from the group consisting of -CH₂-, -CH₂CH₂-, -CH₂CH₂CH₂-, -C(O)-, -CH₂C(O)-, -C(O)CH₂-, -CH₂-C(O)CH₂-, -C(O)CH₂CH₂-, -CH₂CH₂C(O)-, -O-, -OCH₂-, -CH₂O-, -CH₂OCH₂-, -OCH₂CH₂-, -CH₂CH₂O-, -N(CH₃)-, -NHCH₂-, -CH₂NH-, -CH₂NHCH₂-, -NHCH₂CH₂-, -CH₂CH₂NH-, -NH-C(O)-, -NCH₃-C(O)-, -C(O)NH-, -C(O)NCH₃-, -NHC(O)CH₂-, -C(O)NHCH₂-, -C(O)CH₂NH-, -CH₂NHC(O)-, -CH₂C(O)NH-, -NHCH₂C(O)-, -S-, -SCH₂-, -CH₂S-, -SCH₂CH₂-, -CH₂SCH₂-, -CH₂CH₂S-, -C(O)S-, -C(O)SCH₂-, -CH₂C(O)S-, -C(O)CH₂S-, -CH₂SC(O)-, -CHR₉-, -C(R₉)(R₉)-, -N(H)-, -N(R₉)-, (C₃₋₇)cycloalkyl, (C₃₋₆)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties;

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom, and

each R₉ is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties.

29 (currently amended) A compound according to ~~claim 13~~, of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

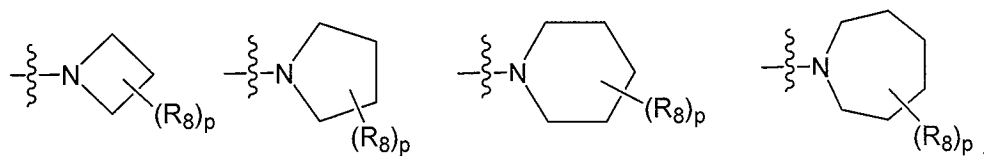
J, L, and M are each CR₁₂,

K is CR₁₂, where R₁₂ is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, and halo,

R₂ is -UV,

-UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo,

perhalo(C_{1-10})alkyl, CF_3 , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl,
aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy,
heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl,
amino, thio, and alkoxy, each substituted or unsubstituted,

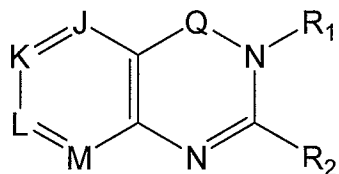
each R_9 is independently selected from the group consisting of alkyl, cycloalkyl,

heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and
heterobicycloaryl, each unsubstituted or substituted with a substituent
selected from the group consisting of alkyl, alkylene, alkylidene, amino,
aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl,
carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl,
heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl,
hydroxy, nitro, oxaalkyl, and oxoalkyl moieties; and

each R_{12} is hydrogen or is independently selected from the group consisting of

halo, perhalo(C_{1-10})alkyl, CF_3 , alkyl, aryl, heteroaryl, aminosulfonyl,
alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy,
arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano,
nitro, and alkoxy, each unsubstituted or substituted with one or more
substituents selected from the group consisting of alkyl, alkylene,
alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl,
carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl,
heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl,
hydroxy, nitro, oxaalkyl and oxoalkyl moieties.

31 (currently amended) A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

J, K, and M are each CR₁₂, where each R₁₂ is hydrogen or is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

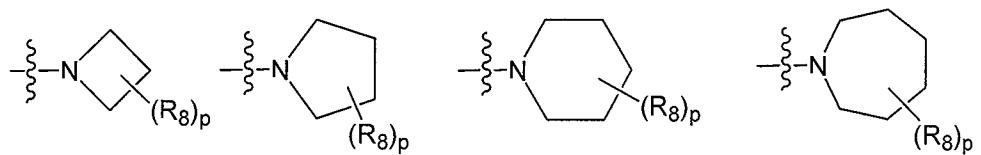
L is CR₁₂, where R₁₂ is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties;

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋

₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino,

R₂ is -UV,

-UV is selected from the group consisting of



p is 0-12,

each R₈ is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, ~~thio~~, and alkoxy, each substituted or unsubstituted, and

each R₉ is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties.

32-86 (cancelled)